

Young Conaway Stargatt & Taylor, LLP  
The Brandywine Building  
1000 West Street, 17<sup>th</sup> Floor  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
Phone: (302) 571-6600  
Pauline K. Morgan (PM-3361)

Attorneys for Manufacturers & Traders Trust Company as Successor Indenture Trustee for the 7.75% Contingent Convertible Notes Due 2015 issued by Calpine Corporation

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
CALPINE CORPORATION, <u>et al.</u> ,	:	Case No. 05-60200 (BRL)
Debtors.	:	
MANUFACTURERS & TRADERS TRUST COMPANY, AS SUCCESSOR INDENTURE TRUSTEE FOR THE 7.75% CONVERTIBLE, NOTES,	:	
Appellant,	:	
-against-	:	Civil Case No. 07-CV-7867 (JGK) (Consolidation with Civil Case Nos. 07-CV-7830, 07-CV-7831 and 07-CV-7832 pending)
CALPINE CORPORATION AND ITS AFFILIATED DEBTORS AND DEBTORS IN POSSESSION, OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CALPINE CORPORATION, OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS,	:	
Appellees.	:	
	x	

**MOTION TO ADMIT COUNSEL  
*PRO HAC VICE***

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern District of New York, I, Pauline K. Morgan, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name:	Ian S. Fredericks
Firm Name:	Young Conaway Stargatt & Taylor, LLP
Address:	The Brandywine Building 1000 West Street, 17 <sup>th</sup> Floor P. O. Box 391
City / State / Zip:	Wilmington, DE 19899-0391
Phone Number:	(302) 571-6724
Fax Number:	(302) 576-3456

Ian S. Fredericks is a member in good standing of the Bar of the States of Delaware, New Jersey, and New York and the Commonwealth of Pennsylvania. Mr. Fredericks is also admitted in the United States District Courts for the Districts of Delaware, New Jersey and the Eastern District of Pennsylvania, as well as the United States Court of Appeals for the 3<sup>rd</sup> Circuit. On September 10, 2007, Mr. Fredericks was admitted to the bar of this Court.<sup>1</sup> There are no pending disciplinary proceedings against Ian S. Fredericks in any State, Commonwealth or Federal court.

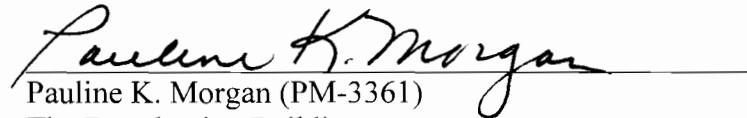
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<sup>1</sup> This motion is being filed to cover the period from August 16, 2007 through September 9, 2007.

Dated: September 13, 2007  
Wilmington, Delaware

Respectfully submitted,

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Pauline K. Morgan (PM-3361)  
The Brandywine Building  
1000 West Street, 17<sup>th</sup> Floor  
P. O. Box 391  
Wilmington, DE 19899-0391  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

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 Pauline K. Morgan (PM-3361)

Attorneys for Manufacturers & Traders Trust Company as  
 Successor Indenture Trustee for the 7.75% Contingent  
 Convertible Notes Due 2015 issued by Calpine Corporation

**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
CALPINE CORPORATION, <u>et al.</u> ,	: Case No. 05-60200 (BRL)
Debtors.	:
-----X	
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS SUCCESSOR INDENTURE	:
TRUSTEE FOR THE 7.75% CONVERTIBLE,	:
NOTES,	:
Appellant,	:
-against-	:
CALPINE CORPORATION AND ITS	:
AFFILIATED DEBTORS AND DEBTORS	:
IN POSSESSION, OFFICIAL COMMITTEE	:
OF UNSECURED CREDITORS OF	:
CALPINE CORPORATION, OFFICIAL	:
COMMITTEE OF EQUITY SECURITY	:
HOLDERS,	:
Appellees.	:
-----X	

**AFFIDAVIT OF PAULINE K.  
 MORGAN IN SUPPORT OF  
 MOTION TO ADMIT COUNSEL  
*PRO HAC VICE***

State of Delaware :  
                           :  
                           ss:  
 County of New Castle :

Pauline K. Morgan, being duly sworn hereby deposes and says as follows:

1. I am a partner at the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), counsel for Appellant in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of my motion to admit Ian S. Fredericks as counsel, *pro hac vice*, to represent Appellant in this matter.

2. I am a member in good standing of the bars of the States of Delaware and New York and the Commonwealth of Pennsylvania, and was first admitted to practice law in November, 1987. I am also admitted to the bar of and in good standing with this Court.

3. I have known Ian S. Fredericks since August, 2004.

4. Ian S. Fredericks is an associate at Young Conaway in Wilmington, Delaware.

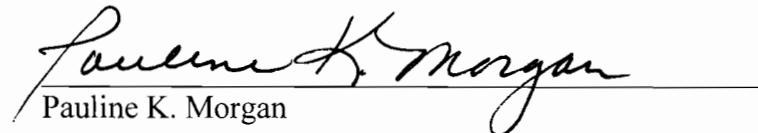
5. I have found Mr. Fredericks to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move the admission of Ian S. Fredericks, *pro hac vice*.

7. I respectfully submit a proposed order granting the admission of Ian S. Fredericks, *pro hac vice*, which is attached to the motion as Exhibit B, and respectfully request that this Court enter the order admitting Ian S. Fredericks, *pro hac vice*, to represent Appellant in the above captioned matter.

I affirm that the foregoing is true and correct to the best of my knowledge, information and belief.

Respectfully submitted,

  
\_\_\_\_\_  
Pauline K. Morgan

SWORN TO AND SUBSCRIBED before me this 13th day of September, 2007.

  
\_\_\_\_\_  
Notary Public  
Print Name: Angela M. Colson  
My Commission Expires: 8-31-2011

ANGELA M. COLSON  
NOTARY PUBLIC  
STATE OF DELAWARE  
My commission expires Aug. 31, 2011

# Supreme Court of New Jersey



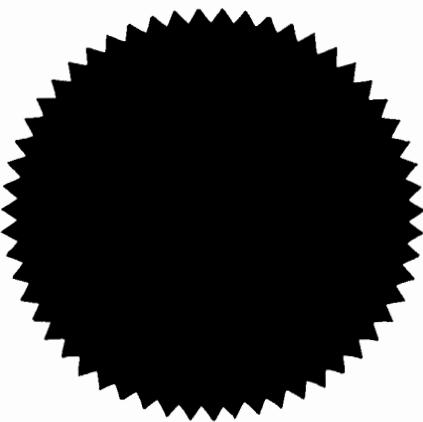
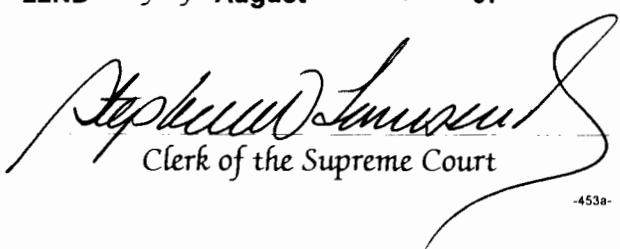
## Certificate of Good Standing

This is to certify that **IAN S FREDERICKS**  
(No. **023172003**) was constituted and appointed an Attorney at Law of New Jersey on **January 29, 2004** and, as such, has been admitted to practice before the Supreme Court and all other courts of this State as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing" if the Court's records reflect that the attorney: 1) is current with all assessments imposed as a part of the filing of the annual Attorney Registration Statement, including, but not limited to, all obligations to the New Jersey Lawyers' Fund for Client Protection; 2) is not suspended or disbarred from the practice of law; 3) has not resigned from the Bar of this State; and 4) has not been transferred to Disability Inactive status pursuant to Rule 1:20-12.

*Please note that this Certificate does not constitute confirmation of an attorney's satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to practice law in this State.*

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Supreme Court, at Trenton, this  
**22ND** day of **August**, 2007

  
  
Stephen J. Zuckerman  
Clerk of the Supreme Court

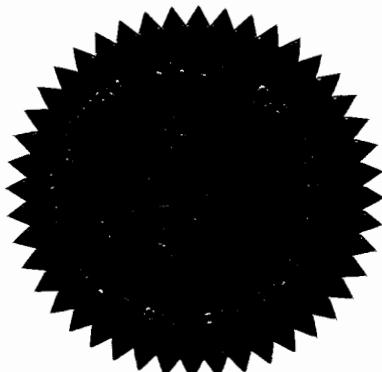
## SUPREME COURT OF THE STATE OF DELAWARE

### CERTIFICATE OF GOOD STANDING

The Assistant Clerk of the Supreme Court of the State of Delaware, the highest Court in the State, certifies that **Ian S. Fredericks** was admitted to practice as an attorney in the Courts of this State on **January 26, 2005** and is an **active** member of the Bar of the Supreme Court of the State of Delaware in good standing.

### IN TESTIMONY WHEREOF,

I have hereunto set my hand and affixed the seal of said Court at Dover this 20th day of August 2007.



Audrey F. Bacino  
Audrey F. Bacino  
Assistant Clerk of the Supreme Court



*State of New York  
Supreme Court, Appellate Division  
Third Judicial Department*

---

*I, Michael J. Novack, Clerk of the Appellate Division of the Supreme Court of the State of New York, Third Judicial Department, do hereby certify that*

*Ian Swart Fredericks*

*having taken and subscribed the Constitutional Oath of Office as prescribed by law, was duly licensed and admitted to practice by this Court as an Attorney and Counselor at Law in all courts of the State of New York on the 1st day of March, 2007, is currently in good standing and is registered with the Administrative Office of the Courts as required by section four hundred sixty-eight-a of the Judiciary Law.*

*In Witness Whereof, I have hereunto set my hand  
and affixed the Seal of said Court, at the  
City of Albany, this 20th day of August,  
2007.*



*Michael J. Novack*  
\_\_\_\_\_  
*Clerk*



Supreme Court of Pennsylvania

**CERTIFICATE OF GOOD STANDING**

*Ian Swart Fredericks, Esq.*

**DATE OF ADMISSION**

*November 6, 2003*

The above named attorney was duly admitted to the bar of the Commonwealth of Pennsylvania, and is now a qualified member in good standing.



Witness my hand and official seal  
Dated: August 22, 2007

Patricia A. Johnson  
Patricia A. Johnson  
Chief Clerk

AO 136 (Rev. 9/98) Certificate of Good Standing

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UNITED STATES DISTRICT COURT

SOUTHERN

DISTRICT OF

NEW YORK

**CERTIFICATE OF  
GOOD STANDING**

*I, J. Michael McMahon, Clerk of this Court, certify that*

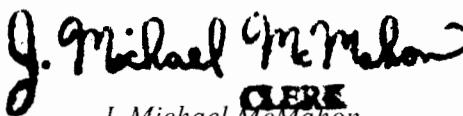
IAN SWART FREDERICKS , Bar# IF3355 ,

*was duly admitted to practice in this Court on*

SEPTEMBER 10, 2007 , and is in good standing  
*DATE*

*as a member of the Bar of this Court.*

*Dated at White Plains, New York on 9/10/2007*  
*LOCATION*

  
J. Michael McMahon  
CLERK OF COURT

  
Symia James  
DEPUTY CLERK

Young Conaway Stargatt & Taylor, LLP  
 The Brandywine Building  
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 Pauline K. Morgan (PM-3361)

Attorneys for Manufacturers & Traders Trust Company as  
 Successor Indenture Trustee for the 7.75% Contingent  
 Convertible Notes Due 2015 issued by Calpine Corporation

**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

-----x	
In re:	:
CALPINE CORPORATION, <u>et al.</u> ,	:
Debtors.	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS SUCCESSOR INDENTURE	:
TRUSTEE FOR THE 7.75% CONVERTIBLE,	:
NOTES,	:
Appellant,	:
-against-	:
CALPINE CORPORATION AND ITS	:
AFFILIATED DEBTORS AND DEBTORS	:
IN POSSESSION, OFFICIAL COMMITTEE	:
OF UNSECURED CREDITORS OF	:
CALPINE CORPORATION, OFFICIAL	:
COMMITTEE OF EQUITY SECURITY	:
HOLDERS,	:
Appellees.	:
-----x	

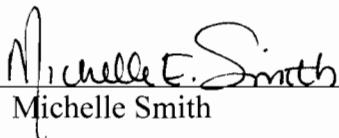
**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE      )  
                              ) SS  
NEW CASTLE COUNTY      )

Michelle Smith, being duly sworn according to law, deposes and says that she is employed by the law firm of Young Conaway Stargatt & Taylor, LLP, attorneys for Manufacturers and Trades Trust Company in the within captioned matter, and that on September 17, 2007, she caused a copy of the following pleading(s):

**MOTION TO ADMIT COUNSEL PRO HAC VICE**

to be served, in the manner indicated, upon the parties on the service list attached hereto.

  
\_\_\_\_\_  
Michelle Smith

SWORN TO AND SUBSCRIBED before me this 17 day of September 2007.

  
\_\_\_\_\_  
Notary Public

STEFANIE B. BOYLE  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires Aug. 3, 2010

**SERVICE LIST**  
**Calpine Corporation**  
**9/17/2007**

Richard M. Cieri, Esq  
Marc Kieselstein, Esq.  
Edward O. Sassower, Esq.  
Kirkland & Ellis LLP  
Citigroup Center, 153 East 53rd Street  
New York, NY 10022  
(Counsel for Debtors)  
**First Class Mail**

Dennis F. Dunne, Esq  
Matthew S. Barr, Esq.  
Milbank, Tweed, Hadley & McCloy  
One Chase Manhattan Plaza  
New York, NY 10005  
Counsel for Certain Holders of the 6% Convertible  
Notes Due 2014  
Issued by Calpine Corporation  
**First Class Mail**

Kristopher M. Hansen, Esq  
Erez E. Gilad, Esq.  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038  
(Counsel for Certain Holders of the 7.75%  
Contingent Convertible Notes Due 2015)  
(Issued by Calpine Corporation)  
**First Class Mail**

David E. Retter, Esq  
Kelley Drye & Warren LLP  
101 Park Avenue  
New York, NY 10178  
(Counsel for HSBC Bank USA, N.A., Successor  
Indenture Trustee for the)  
(4.75% and 6% Convertible Notes)  
**First Class Mail**

Brad E. Scheler, Esq  
Gary Kaplan, Esq.  
Fried Frank Harris Shriver & Jacobson LLP  
One New York Plaza  
New York, NY 10004  
(Counsel to the Official Committee of Equity  
Security Holders)  
**First Class Mail**

Michael S. Stamer, Esq.  
Lisa G. Beckerman, Esq.  
Philip C. Dublin, Esq.  
Akin Gump Strauss Hauer & Feld LLP  
590 Madison Avenue  
New York, NY 10022  
(Counsel to the Official Committee of Unsecured  
Creditors)  
**First Class Mail**